

## BY-LAWS

Adopted April 19, 2009

### ARTICLE I

#### General Provisions

Name. The name of the corporation shall be Schooner *Ernestina-Morrissey* Association, Inc.

Location. The principal office of the corporation shall initially be located at the place set forth in the Articles of Organization of the corporation. The directors may establish other offices and places of business in Massachusetts or elsewhere.

Fiscal Year. Except as from time to time otherwise determined by the directors, the fiscal year of the corporation shall end on the last day of December of each year.

No Members. The corporation shall have no members. No person now or hereafter designated by the corporation as a "member" for any purpose shall be or be deemed to be a member for purposes of the articles of organization or by-laws of the corporation or for purposes of Massachusetts General Laws Chapter 180, as amended, or any other law, rule or regulation. Any action or vote required or permitted by Chapter 180 or any other law, rule or regulation to be taken by members shall be taken by action or vote of the same percentage of the directors of the corporation.

Definitions. All references in these By-laws to the Articles of Organization and to these By-laws shall be deemed to refer, respectively, to the Articles of Organization and the By-laws of the corporation as amended and in effect from time to time.

### ARTICLE II

#### Board of Directors

Powers. The business and property of the corporation shall be managed by a board of directors who may exercise all the powers of the corporation.

Election and Number. The board of directors shall be of such number, no less than 6 nor more than 21, as the directors shall determine from time to time. A majority of the directors then in office shall elect the board of directors at the annual meeting of the directors or at a special meeting in lieu of an annual meeting. All directors shall hold office until the next annual meeting or special meeting in lieu of an annual meeting or until their respective successors are chosen and qualified. Any vacancy in the board may be filled by the directors.

The Board of Directors is comprised of the officers, one past president, three directors, two ex officio voting members who will come from the Schooner Ernestina Commission, and others as the directors shall determine from time to time. Until such time as there is a past president a fourth director will serve. The executive director of the Schooner Ernestina Commission shall be a non-voting member of the Board.

Terms. Except for Ex-officio Members of the Board of Directors, Directors shall serve a term of three (3) years, with no more than one-third of the Directors' terms expiring in any one year. Directors may serve more than one term.

Ex Officio Board Members. The Board of Directors may create additional ex officio positions if they deem it necessary and advisable.

Resignation and Removal. Any director may resign by delivering a written resignation to the corporation at its principal office or to the president or clerk. Such resignation shall be effective upon receipt unless it is specified to be effective at some later time. Any director may be removed from office with or without cause by the affirmative vote of a majority of the directors then in office.

Annual Meeting. The annual meeting of the directors of the corporation shall be held in May each year at such time and place as the directors may determine. If the annual meeting is not held on such date, a special meeting in lieu of an annual meeting may be held with all the force and effect of an annual meeting. Notice of the annual meeting setting forth the date, time, and place of any such meeting shall be mailed to all directors not less than seven (7) days prior to the date of the annual meeting.

Regular Meetings. Regular meetings of the directors may be held without call or notice at such places and times as the directors may from time to time determine, provided that any director who is absent when such determination is made shall be given notice thereof. There shall be not less than six (6) meetings a year.

Special Meetings. Special meetings of the directors may be held at any time and place designated in a call by the president, the treasurer or two or more directors. Notice of all special meetings of the directors shall be given to each director by the secretary or, in case of the death, absence, incapacity or refusal of the secretary, by the officer or one of the directors calling the meeting. Such notice shall be given to each director in person or by telephone, email, or facsimile transmission sent to each such director's business or home address at least twenty-four (24) hours in advance of the meeting, or by mail addressed to such business or home address and postmarked at least five (5) days in advance of the meeting. Except as required by law, notice of a special meeting need not be given: (i) to any director who, either before or after the meeting, delivers a written waiver of notice, executed by the director, which is filed with the records of the meeting; or (ii) to any director who attends the meeting and who, either prior to the meeting or at its

commencement, fails to protest the lack of such notice. A notice or waiver of notice need not specify the purpose of any special meeting unless such purpose is the removal of a director or an officer.

Participation in Meetings. Directors may participate contemporaneously by either telephone or other remote communication in accordance with state law.

Action at Meetings. 51% of directors then in office, which number shall include three officers then in office, shall constitute a quorum but a lesser number may without further notice adjourn the meeting to any other time. At any meeting at which a quorum is present, the vote of a majority of those present shall decide any matter unless the Articles of Organization, these By-laws, or any applicable law requires a different vote.

Action by Consent. Any action by the directors or any committee may be taken without a meeting if a written consent thereto is signed by all the directors or all the members of the applicable committees and filed with the records of the meetings of the directors. Such consent shall be treated for all purposes as a vote at a meeting.

Non-Voting Directors. The directors may create classes of non-voting directorship such as honorary directors, associate directors, regional directors, friends, alumni and the like, and may elect persons to those classes for such terms and on such conditions as the directors determine and may assign to such persons such responsibilities, duties and privileges as the directors determine. Persons elected as non-voting directors shall not be directors for the purposes of these By-laws and shall have no votes at any meetings of the directors.

### ARTICLE III

#### Officers

Officers. The officers of the corporation shall consist of a president, a vice president, a treasurer, a secretary, and such other officers as the directors may determine.

Election. The directors shall elect annually from among their number a president, a vice president, a treasurer and secretary. Any other officers determined necessary or desirable by the directors may be elected by the directors. Any two or more offices may be held by the same person, except that the President and Secretary shall not be the same person. The secretary shall be a resident of the Commonwealth of Massachusetts unless the corporation shall appoint a resident agent for the service of process appointed in the manner prescribed by law. Except as otherwise provided by law, the Articles of Organization or these By-laws, all officers shall hold office until the annual meeting of the directors or until their respective successors are chosen and qualified.

Resignation and Removal. Any officer may resign by delivering a written resignation to the corporation at its principal office or to the president or secretary, and such resignation shall be effective upon receipt unless it is specified to be effective at some later time. The directors may remove any officer with or without cause by a vote of a majority of the directors then in office.

Vacancy: If a vacancy occurs, whether by resignation, removal or some other cause, the Board of Directors shall appoint a Board member to fill the position for the remainder of the term.

President. The president shall be the chief executive officer of the corporation and as such shall have charge of the affairs of the corporation subject to the supervision of the board of directors. The president shall, subject to the direction and control of the board of directors, preside when present at all meetings of the directors. The president shall have such other powers and duties as are usually incident to that office and as may be vested in that office by the directors.

Vice President. The Vice President shall, in the absence of the president, preside when present at meetings of the directors. The Vice President shall have other powers and duties as are usually incident to that office and as maybe vested in that office by the directors.

Treasurer. The treasurer shall, subject to the direction and control of the board of directors, have general charge of the financial affairs of the corporation and shall keep full and accurate books of account. The treasurer shall maintain custody of all funds, securities and valuable documents of the corporation, except as the directors may otherwise provide. The treasurer shall have such other powers and duties as are usually incident to that office and as may be vested in that office by these By-laws or by the directors.

Secretary. The secretary shall give such notices of meetings of directors as are required by these By-laws and shall keep a record of all the meetings of directors. The secretary shall have such other powers and duties as are usually incident to that office and as may be vested in that office by these By-laws or by the directors. In the absence of the secretary from any meeting of directors, a temporary secretary designated by the person presiding at the meeting shall perform the duties of the secretary.

## ARTICLE IV

### Committees

Committees. The directors may elect from their own number an Executive Committee, and may elect such other committees as they may from time to time determine necessary or advisable, including without limitation committees to deal with matters affecting fund raising, planning, development, building and grounds, investments, finances and budgets and other matters affecting the state of the corporation, and may delegate such powers and duties thereto as the board of directors may deem advisable to the extent permitted by law. Committee members may be selected from outside of the Board of Directors. At any meeting of a committee a quorum for the transaction of all business properly before the meeting shall consist of a majority of the elected members of such committee. All Chairs of committees shall be appointed by the President. The President and Vice President shall be non-voting ex officio members of all committees. If the directors elect a Finance Committee, The Treasurer shall be the chair.

Duties of Committee Chair. The Chair of a committee shall be responsible for calling meetings and overseeing the work of the committee. The Chair shall report to the Board of Directors as they shall from time to time require.

Audit Committee. The President shall appoint an Audit Committee which shall be responsible for selecting an independent auditor, and ensuring that the financial audit or review is conducted as required by state law, and that the financial reports are presented to the Board as the Directors shall require.

Nominating Committee. Prior to the Annual Meeting or a Special Meeting called in lieu of the Annual Meeting, the President shall appoint a Nominating Committee. The Nominating Committee shall submit nominations for candidates for election as Officers and Directors at the Directors meeting which immediately precedes the Annual Meeting or a Special Meeting called in lieu of the Annual Meeting. The slate of nominees shall then be voted on by the current Directors at the Annual Meeting or a Special Meeting called in lieu of the Annual Meeting. No nominations will be taken from the floor.

## ARTICLE V

### Miscellaneous

Execution of Instruments. All contracts, deeds, leases, bonds, notes, checks and other instruments authorized to be executed by an officer of the corporation on its behalf shall be signed by the president or the treasurer except as the directors may generally or in particular cases otherwise determine.

Voting of Securities. Except as the board of directors may otherwise designate, the president or treasurer may waive notice of, and appoint any person or persons (with or

without power of substitution) to act as proxy or attorney in fact for this corporation at any meeting of stockholders of any other corporation, the securities of which may be held by this corporation.

Corporate Records. The original or attested copies of the Articles of Organization, By-laws, financial records, and records of all meetings of incorporators and directors shall be kept in Massachusetts at the principal office of the corporation or of the secretary, but such corporate records need not all be kept in the same office.

## ARTICLE VI

### Amendment of By-laws

Section 1. Amendment. These By-laws may at any time be amended or repealed, in whole or in part, by vote of a two-thirds majority of the directors then in office.

## **POLICIES**

### **Committees Established 11/29/2010**

Maintenance and Operations Committee

task: to evaluate and report on maintenance, repairs and operations (programming) of Schooner Ernestina,

Fundraising Committee

task: to run various fundraising activities

Financial & Operations Committee

task: ( develop a business plan, and investigate a Memorandum of Understanding with DCR (MOU)

Membership & Outreach Committee

task: ( include public relations, marketing, community events, website, Updates ie. newsletter)

**Nomination/Election Policy Adopted 4/30/2015**

1. The chair of the Nominating Committee will convey the ballots to each Director privately by email.
2. All current Directors must submit a completed ballot in confidence to the Chair of the Nominating Committee by the published deadline.
3. The Nominating Committee will tabulate the results of the balloting
4. A majority of "yes" votes from current members is necessary for election/re-election of Directors.
5. If a ballot is not returned by the deadline it will be tabulated as an abstention.
5. The Nominating Committee will present a motion to ratify the successful candidates at the beginning of the annual meeting in May.
6. Any unsuccessful candidates would be notified personally prior to the annual meeting and his/her last meeting as Director would be the Directors' meeting which immediately precedes the Annual Meeting.

Sample Ballot:

SEMA Ballot May 2018 Directors for 3 year term - - 2018-2021	YES	NO	ABSTAIN
Mr. Julius Britto			
Louise D Croteau			
Catherine Dempsey			
Kurt Hasselbalch			
Robert Hildreth			
Manuel (Mannie) Louis Lopez			
Ms. Mary Anne McQuillan			

**Treasurer's Duties**  
**Adopted 5/28/2015**

- A. Oversight of the financial assets of the Schooner *Ernestina/Morrissey* Association shall be the responsibility of the Treasurer.
- B. The Treasurer shall make report to the officers for board meetings. This report will be available at all Board of Director's meetings and public meetings.
- C. A full report shall be made to the membership at the Annual Meeting in May.
- D. The Treasurer is authorized to open a checking account, savings account, and establish an endowment all under the name of Schooner *Ernestina/Morrissey* Association, Inc.

- E. Two officers may authorize monies up to \$999.00 to be expended in the course of business without prior approval.
- F. Monies \$1000.00 or greater may only be expended by a prior majority vote of the Board present at a scheduled meeting, via conference call, or via email.
- G. The Treasurer upon receipt of documentation may pay bills that have been incurred under the guidelines established in this document.
- H. The Treasurer is authorized to pursue a 501(C)3 non-profit status so that donors may take a legal tax deduction.
- I. The Treasurer is authorized to file any documents required by law relating to the treasury, incorporated status, and 501(C)3 status after review by the officers.
- J. Donations can only be made to not for profit organizations (including but not limited to the DCR) whose goals are consistent with ours. We shall not make donations to any political campaigns or as prohibited by law.
- K. The Treasurer's reports and records are considered documents of the Schooner *Ernestina/Morrissey* Association and will be made available to the officers, Board of Directors, DCR, SEC, and other government entities as required by law. If in the course of applying for a grant from a private source a Treasurer's report is required it will be provided after notifying the officers.
- L. No representative of the Schooner *Ernestina/Morrissey* Association has the authority to incur debt under the name of Schooner *Ernestina/Morrissey* Association.